

NIKOLA CORPORATION

SUSTAINABILITY, NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As adopted by the Board of Directors effective as of February 16, 2022)

PURPOSE

The purpose of the Sustainability, Nominating and Corporate Governance Committee (the “**Governance Committee**”) of the Board of Directors (the “**Board**”) of Nikola Corporation (the “**Company**”) is to:

- Assist the Board in identifying and evaluating individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as the director nominees for each meeting of stockholders at which directors are to be elected.
- Recommend members for each Board committee.
- Develop, maintain and recommend to the Board corporate governance policies, including environmental and social governance (“ESG”) matters applicable to the Company.
- Oversee the evaluation of the Board.

COMPOSITION

1. Membership and Appointment. The Governance Committee shall consist of at least two members of the Board, with the exact number being determined by the Board. Members of the Governance Committee shall serve until their successors are duly appointed by the Board or until their earlier resignation or removal. The Board may at any time and in its discretion remove any member of the Governance Committee and may fill any vacancy in the Governance Committee.
2. Qualifications. The members of the Governance Committee must meet the independence requirements of the securities exchange on which the Company’s securities are listed, applicable rules and regulations promulgated by the Securities and Exchange Commission and such other qualifications as may be established by the Board from time to time.
3. Chairperson. The Board may designate a chairperson of the Governance Committee. In the absence of that designation, the Governance Committee may designate a chairperson by majority vote of the Governance Committee members.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Governance Committee. The Governance Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

1. Board Composition, Evaluation and Nominating Activities. The Governance Committee shall:

- Determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “**Director Criteria**”), including character, integrity, judgment, leadership, diversity of backgrounds, age, gender, ethnicity, independence, skills, education, expertise, business acumen, professional experience, knowledge of or experience in the industry in which the Company operates in, understanding of the Company’s business, the ability of the candidate to devote sufficient time and attention to the affairs of the Company, and the extent to which a particular candidate would fill a present or anticipated need on the Board.
- Evaluate the current composition, size, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval consistent with the Director Criteria.
- Search for, identify, evaluate and recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria, and review any candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Company’s bylaws and its stockholder nominations and recommendations policies and procedures.
- Develop and recommend to the Board the qualification standards for directors and committee members, including defining specific criteria for independence, and from time to time or as necessary, recommend to the Board any changes deemed appropriate by the Governance Committee.
- Review and consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation and bylaws.
- Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected.
- Evaluate service by a member of the Board on other boards and approve any such services if and to the extent it would result in such member serving on more than four public company boards.
- Consider the Board’s leadership structure, including the separation of the Executive Chairman and Chief Executive Officer (“**CEO**”) roles and/or appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Governance Committee deems appropriate.
- Develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board.
- Evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.
- Evaluate the “independence” of directors and director nominees against the independence requirements of the securities exchange on which the Company’s securities are listed,

applicable rules and regulations promulgated by the Securities and Exchange Commission and such other qualifications as may be established by the Board from time to time.

2. Board Committees. The Governance Committee shall:

- Review annually the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees.
- Recommend to the Board persons to be members and chairpersons of the various committees.

3. Corporate Governance. The Governance Committee shall:

- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.
- Review annually the Corporate Governance Guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration.
- Oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its amended and restated certificate of incorporation and amended and restated bylaws.
- Oversee and discuss with management, as appropriate, the policies, programs, practices, and reports concerning ESG, including sustainability, environmental protection, community and social responsibility, and human rights.
- Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and to oversee the conduct of this annual evaluation.
- Conduct a periodic review of the Company's succession planning process for the CEO and any other members of the Company's executive management team, report its findings and recommendations to the Board, and assist the Board in evaluating potential successors to the CEO or other members of the Company's executive management team.
- Evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards.
- Review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters.
- Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
- Review and discuss with management the disclosure regarding the operations of the Governance Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.

- Periodically evaluate the Company’s risk management process and system in light of the nature of the material risks the Company faces and the adequacy of the Company’s policies and procedures designed to address risk, and recommend to the Board any changes deemed appropriate by the Governance Committee.
4. Governance Committee Charter Review. The Governance Committee shall review and reassess the adequacy of this charter biennially and shall submit any recommended changes to the charter to the Board for approval.

MEETINGS AND PROCEDURES

1. Meetings.
- The Governance Committee will meet at least two (2) times per year at such times and places as the Governance Committee determines. The chairperson of the Governance Committee shall preside at each meeting. The chairperson will approve the agenda for the Governance Committee’s meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chairperson may be designated by the Governance Committee members present. The Governance Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company’s bylaws.
 - The Governance Committee will maintain written minutes of its meetings and actions, which minutes and actions will be filed with the minutes of the meetings of the Board.
 - The Governance Committee may invite to its meetings any director, officer or employee of the Company, the Company’s outside counsel or and such other persons as it deems appropriate in order to carry out its responsibilities or to meet with any members of, or consultants to, the Governance Committee. The Governance Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.
2. Reporting to the Board of Directors. The Governance Committee shall report regularly to the Board regarding its activities and recommendations.
3. Authority to Retain Advisors. The Governance Committee shall have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and any other expert consultants or advisors to assist with the execution of its duties and responsibilities as set forth in this charter. The Governance Committee shall set the compensation and oversee the work of any such consultants or advisors. The Company will provide appropriate funding, as determined by the Governance Committee, to pay any such search firms or any other outside advisors hired by the Governance Committee and any administrative expenses of the Governance Committee that are necessary or appropriate in carrying out its activities.
4. Subcommittees. The Governance Committee may form subcommittees for any purpose that the Governance Committee deems appropriate and may delegate to such subcommittees such power and authority as the Governance Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Governance Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Governance Committee as a whole.

5. Access. The Governance Committee shall be given full access to all books, records, facilities and personnel of the Company in connection with the discharge of its responsibilities.
6. Compensation. Members of the Governance Committee shall receive such fees or stock awards, if any, for their service as committee members as may be determined by the Board in its sole discretion. Members of the Governance Committee may not receive any compensation from the Company except the fees or stock awards that they receive for service as a member of the Board or any committee thereof.